

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

DOCKET FILE COPY ORIGINAL

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

June 30, 2000

VIA OVERNIGHT DELIVERY

Secretary
Federal Communications Commission
International Bureau-Telecommunications
PO Box 358115
Pittsburgh, PA 15251-5115

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Re: ACS Systems, Inc. and LD Exchange.com, Inc. Joint Petition for Limited Waiver
under CC Docket No. 94-129
Implementation of the Subscriber Carrier Selection Change Provisions of the
Telecommunications Act of 1996

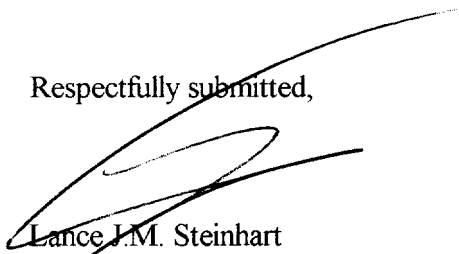
Dear Sir/Madam:

Enclosed please find for filing an original and six (6) copies of the Joint Petition for Limited Waiver under CC Docket No. 94-129 of LD Exchange.com, Inc. and ACS Systems, Inc.

Please date-stamp the extra copy of this application and return it in the enclosed self-addressed stamped envelope.

If you have any questions regarding the foregoing, please do not hesitate to call me. Thank you.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for LD Exchange.com, Inc.

Enclosures
cc: Joe Root

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at 6

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In The Matter of

**Implementation of the Subscriber Carrier
Selection Change Provisions of the
Telecommunications Act of 1996**

**ACS Systems, Inc. and
LD Exchange.com, Inc. Joint
Petition for Limited Waiver**

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CC Docket No. 94-129

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JOINT PETITION FOR LIMITED WAIVER

ACS Systems, Inc. ("ACS") and LD Exchange.com, Inc. ("LDX") (collectively, "Petitioners"), through undersigned counsel and pursuant to Section 1.3 of the Commission's Rules, 47 C.F.R. § 1.3, hereby request a waiver of the authorization and verification requirements of the Commission's rules, 47 C.F.R. §§ 64.1100 - 64.1190, to the extent necessary to enable ACS to transfer to its affiliate, LDX, the customers currently presubscribed to ACS's interexchange service without first obtaining each customer's authorization for such transfer. As Petitioners will demonstrate below, good cause exists for grant of the limited waiver they seek herein. Petitioners respectfully request expedited treatment of this Petition to enable timely consummation of an associated transaction involving both ACS and LDX.

ACS, a corporation organized under the laws of the State of Delaware, provides interexchange services to business customers across the Nation. ACS is authorized by the

Commission to provide global resale services and by various state regulatory authorities to provide intrastate resale services. LDX, a corporation organized under the laws of the State of Delaware, currently provides international service pursuant to authority granted in File No. ITC-97-210 (effective May 23, 1997). LDX has applications pending before various state regulatory authorities for authority to provide intrastate resale services in all states in which ACS currently provides interexchange services to customers. ACS and LDX are affiliated entities, each being wholly owned by Micro General Corporation, a corporation organized under the laws of the State of Delaware (“MGC”).

MGC has entered into an agreement with NorthStar Telecom, LLC (“NorthStar”), a limited liability company organized under the laws of the State of California, pursuant to which NorthStar will acquire all of the issued and outstanding stock in LDX, as well as the telecommunications and Internet-based activities of ACS. In order to facilitate this transaction, ACS must first transfer to LDX, among other things, all assets associated with its telecommunications operations, including agreements with all of its presubscribed customers. Given the significant number of customers involved, it is unlikely that LDX could obtain prior authorization from each customer without significantly delaying consummation of North Star’s acquisition of LDX.

In accordance with Section 1.3, the Commission may waive any of its rules for “good cause shown.” The Commission has deemed waiver of a rule appropriate “where the particular facts make strict compliance inconsistent with the public interest, (taking into account considerations of hardship, equity, or more effective implementation of overall policy on an individual basis). Petitioners submit that the “special circumstances” presented here “warrant deviation from the general rule,” particularly given that “such . . . deviation will serve the public interest.”

Petitioners submit that grant of this Petition would serve the public interest by rendering the sale of LDX and ACS’s telecommunications operations transparent to ACS’s presubscribed customers. Following transfer of the customers to LDX, as well as North Star’s acquisition of LDX, LDX will continue to provide the transferred customers with services identical to those currently provided by ACS under the same terms and conditions, although at lower rates and charges. It is ACS’s, LDX’s and North Star’s intent to provide for a seamless, but fully informed, transition.¹ To this end, a notice substantially in the form of Exhibit 1, attached hereto, will be sent to all of ACS’s presubscribed customers prior to transfer of the customers to LDX.² Customers will

¹ Although neither it nor ACS is aware of any outstanding customer complaints regarding interexchange services provided by ACS, LDX commits to work with ACS to investigate and resolve any such complaints.

² As set forth on Exhibit 1, the customers being transferred will not only be advised of the transaction, but provided a toll free number to call with any questions. Customers will also be assured that no charges will be assessed as a result of their transfer and informed of their right to select another service provider.

also be notified of the consummation of North Star's acquisition of LDX in a notice substantially in the form of Exhibit 2, attached hereto,.

In the absence of the requested waiver, Petitioners fear that some customers may experience service disruptions because ACS will cease providing telecommunications services upon consummation of North Star's acquisition of LDX. In all likelihood, many customers will not respond to requests for new letters of agency ("LOA"), either because correspondence will be lost or not read or understood. LDX will not be able to serve such customers without valid LOAs, ensuring service disruption and customer inconvenience. The Commission has previously found that Aa waiver of the Commission's carrier change rules and orders is [justified where] necessary to provide a seamless transition with no disruption of service to the transferred customers, (particularly where the carriers seeking the waiver will fully Anotify the affected customers of the proposed transaction.)


By reason of the foregoing, Petitioners respectfully request that the Commission grant a waiver of the Commission's authorization and verification requirements to the extent necessary to enable ACS to transfer to LDX the customers presubscribed to ACS's interexchange service without first obtaining each customer's authorization.

Respectfully submitted,

ACS SYSTEMS, INC.

LD EXCHANGE.COM, INC.

By: _____


Lance J.M. Steinhart
Attorney at Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097
(770) 232-9200

June 30 2000

Their Attorney

EXHIBIT 1

Dear Customer:

Thank you for utilizing long distance service provided by ACS Systems. It has been a pleasure serving you. ACS Systems values each and every one of its customer relationships.

I am writing to tell you about an upcoming change in the manner in which your long distance service will be provided. LD Exchange.com, a sister company of ACS Systems, will soon assume responsibility for providing you with long distance service. At the same time, North Star Telecom will assume control of LD Exchange.com. LD Exchange.com will provide you with the same long distance services you currently receive from ACS Systems, but at reduced rates. In fact, lower rates are the only change you will see, because LD Exchange.com will utilize the same facilities and personnel used by ACS to serve you.

Please be assured that no charges will be assessed on you as a result of the transfer of your account to LD Exchange.com. Moreover, if you are dissatisfied with the service provided by LD Exchange.com for any reason and notify LD Exchange.com within 30 days following its initiation of service to you, LD Exchange.com will reimburse you for any carrier charges assessed by your local service provider to switch to another carrier.

If you have any questions regarding LD Exchange.com, please feel free to call 1-800-____ - ____ and we will be happy to answer them.

We at ACS Systems thank you again for your patronage and we at LD Exchange.com look forward to serving you in the future.

EXHIBIT 2

Dear Customer:

We are pleased to welcome you as an LD Exchange.com customer. As described in an earlier notice, your account has been transferred from ACS Systems to LD Exchange.com, and your long distance service is now being provided by LD Exchange.com.

To express our appreciation for your continued business, we have reduced your state-to-state calling rate to ____ cents per minute. Otherwise your long distance service will remain the same. LD Exchange.com will utilize the same facilities and personnel used by ACS Systems to provide you with the same quality and diversity of service.

While we sincerely hope that you will stay with us at LD Exchange.com, if you are dissatisfied with the service we provide for any reason and notify us within 30 days of your receipt of this notice, we will reimburse you for any carrier charges assessed by your local service provider to switch to another carrier.

Again, welcome to LD Exchange.com. We look forward to serving you. If you have any questions regarding LD Exchange.com, please feel free to call 1-800-____-____ and we will be happy to answer them.